

# **EXHIBIT B**

## Project Venice VDR Access Protocol

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Confidential

### Project Venice VDR Access Protocol:

- Virtual Data Room

Dated 22 November 2008

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## Project Venice VDR Access Protocol – Key Information

|   |   |
|---|---|
| Protocol applies to:  | The Project Venice Virtual Data Room (the <b>VDR</b> )  |
| VDR Site Address:   | <p><a href="http://www.aar.com.au/vdr">www.aar.com.au/vdr</a></p> <p>Link provided by email to each user from intralinks.com when site opens</p>  |
| Passwords Supplied:   | By email to each user from intralinks.com when site opens   |
| VDR Format:   | <p>View only</p> <p>Users are to treat materials in the VDR only in accordance with VDR format</p>  |
| Authorised User Details for VDR Access:<br><br>See Annexure "A" to Protocol for form to be used to provide details  | <p>The users who Companhia Vale do Rio Doce (the <b>Recipient</b>) wishes to have access to the VDR in accordance with the Confidentiality Arrangements (as defined below) should be provided in soft copy in the form of Annexure "A" as follows. Where access is requested to the VDR, Annexure "A" should be provided to the VDR Manager.</p> <p>Any user whose details are provided to the VDR Manager by or on behalf of the Recipient will be known as an <b>Authorised User</b>, and will be taken to have entered into the Confidentiality Arrangements at the instruction or direction of the Recipient.</p>   |
| VDR Contacts:<br><br>VDR Manager<br>Phone:<br>Assistant VDR Manager:<br>Phone:<br><br>Technical Support:<br><br><b>Note:</b> Except for password issues, only Access Coordinator to contact VDR Manager | <p><u>Robyn.Hanney@aar.com.au</u></p> <p>+61 2 9230 4238</p> <p><u>David.Porter@aar.com.au</u></p> <p>+61 2 9230 5701</p> <p>Email: support@intralinks.com<br/>Phone: Australian Users. 00 11 800 3434 5656 (toll free) or +61 2 8223 9391<br/>All Users: +1 212 543 7800</p>   |
| Terms Applying to Access:   | <ul style="list-style-type: none"> <li>• Compliance with terms of the Confidentiality Deed executed by the Recipient in favour of Rio Tinto Limited and Rio Tinto Plc dated 2 September 2008 (the <b>Confidentiality Deed</b>), and any other confidentiality deed or other confidentiality arrangements entered into pursuant to the terms of the Confidentiality Deed (taken together, the Confidentiality Deed and any arrangements entered into pursuant to the Confidentiality Deed are known as <b>Confidentiality Arrangements</b>).</li> <li>• This Protocol</li> <li>• Users not to disclose passwords for VDR to any other person</li> <li>• Users to notify AAR immediately of change of employer's identity</li> <li>• Users to notify AAR immediately of any suspected breach of any of the above</li> </ul> |
| Access Requirements   | <p>All users will need to install the Acrobat plug-in provided on the VDR in order to view documents.</p> <p>Instructions for installing the Acrobat plug-in are set out in section 3 of the VDR Reviewer Guide (provided to the Recipient separately and contained in the User Information/Protocol folder on the VDR), and may be implemented by 3 mouse-clicks.</p>  |

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### 1. Access Protocol

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This Access Protocol relates to access by Authorised Users (defined in **Key Information** above) to information in the VDR (defined in **Key Information** above) managed by Allens Arthur Robinson (**AAR**) on behalf of Rio Tinto Limited and Rio Tinto plc (together, the **Company**).

No Authorised User may access, obtain or use any information contained in the VDR except in accordance with the Confidentiality Arrangements and this Protocol.

To the extent that the terms of this Protocol are inconsistent with any Confidentiality Arrangements, the terms of the Confidentiality Arrangements will prevail. The Recipient must ensure that only its officers, employees and advisers who are Authorised Users access the VDR and the information which it contains, and that all Authorised Users are familiar with their obligations under the Confidentiality Arrangements.

### 2. The Company's Discretion

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In its sole and absolute discretion, and without giving any reasons or notice to the Recipient or any other Authorised User, the Company has the right at any time to vary the procedures and processes outlined in this Protocol.

### 3. Liaison between the Company and the Recipient

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The Recipient must nominate a senior representative to act as its Access Coordinator (**Access Coordinator**), and must notify the VDR Manager of the details of that person.

The Access Coordinator is responsible for managing all aspects of the Authorised Users' access to and use of the VDR.

**Only the Access Coordinator may contact the VDR Manager with any questions about the VDR.** For security and efficiency of the review process, except in relation to difficulty with passwords for accessing the VDR, none of the Authorised Users, other than the Access Coordinator, should contact the VDR Manager. Any Authorised User who receives an email advising that they have been given access to the VDR, but does not think they have received a password and does not remember their existing password, should contact the VDR Manager immediately.

The VDR Manager will be assisted by the Assistant VDR Manager (details in **Key Information** above). All emails to the VDR Manager should be copied to the Assistant VDR Manager.

Technical Support is available for the VDR on a 24/7 basis – details are provided on the VDR workspace. See also **Key Information**.

### 4. User IDs for VDR

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To request access for Authorised Users the Access Coordinator should complete a soft copy of Annexure "A" in either Word or Excel, nominating the persons who the Recipient wishes to have access to the VDR in accordance with the Confidentiality Deed. Provision

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of a user's details for access to the VDR is taken to be acknowledgment and acceptance by that user of the terms contained in this Protocol.

The User Request Form should be returned to the VDR Manager and the Assistant VDR Manager in Word or Excel format by email. Users will receive an email sent from intalinks.com containing their password for the VDR. Each user's email address is their User ID for the VDR site. The User Request Form must be returned to the VDR Manager **at least 4 business hours before access is to be given to the Authorised Users**. A minimum processing time of half a working day, during Australian office hours of 9.00am – 6.00pm EST should be expected.

Users must not permit any other person to use their password to access the VDR.

### 5. VDR Information

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Information relevant to the Permitted Purpose (as defined in the Confidentiality Deed), including indexes and user guides, will be made available in the VDR. Before accessing the VDR, all Authorised Users should read and follow the User Guide, which will be provided to the Access Coordinator before access to the VDR is given.

None of the Company, AAR, or any of their respective officers, employees or advisers are responsible to any Authorised User for any liability incurred in connection with physical use of the VDR by Authorised Users or related Application Service Provider services (such as telecommunications), and all such liability, to the maximum extent permitted by law, is excluded. This includes, but is not limited to, the transmission of any computer virus.

### 6. Copying

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Copying of the information in the VDR onto any other medium (including downloading to hard disc, or the making of photocopies) is strictly prohibited.

### 7. Access and Confidentiality Undertaking

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Information provided in the VDR is confidential and is provided subject to:

- (a) the Confidentiality Arrangements; and
- (b) this Protocol.

Each Authorised User must immediately notify the Access Coordinator (who must immediately notify the VDR Manager) of any change of employer or any suspected use of information contained in or obtained from the VDR which is inconsistent with any of the above.

### 8. Security

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Any user accessing a document in the VDR leaves an auditable trail which allows checks to be conducted to ensure no unauthorised access to documents has occurred.

Watermarking of documents permits unauthorised copying or distribution of documents to

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be tracked. Audits may be undertaken to confirm that no such unauthorised access has occurred.

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### **Schedule 1 – VDR Rules and Procedures**

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#### **1.1 . Access to the VDR**

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|---------------------|---|
| VDR Site Address:   | www.aar.com.au/vdr<br>Link provided by email to each user from intralinks.com when site opens   |
| User ID:            | User ID is the user's e-mail address.   |
| Passwords:          | <p>Passwords will be supplied by email to each user from intralinks.com when access is first given.</p> <p>For users who have never used the intralinks virtual data room platform:</p> <ul style="list-style-type: none"> <li>(a) initial password will be sent to each user by e-mail from intralinks.com. This will have to be changed after initial login; and</li> <li>(b) following initial login, each user can set their time zone and their preferences for receiving alerts through the "My Profile" link.</li> </ul> <p>Those users who have used the intralinks virtual data room platform previously will have the same password as previously.. Any Authorised User who receives an email advising that they have been given access to the VDR, but does not think they have received a password and does not remember their existing password, should contact the VDR Manager immediately.</p> <p>The VDR Manager will be responsible for giving users access to the VDR</p> |
| System requirements | <p>In order to view the VDR, parties will need the following:</p> <p class="list-item-l1">(a) Hardware</p> <ul style="list-style-type: none"> <li>(i) IBM Compatible PC that runs any of the recommended browsers below;</li> <li>(ii) Intel Pentium processor with 32 Megabytes RAM or higher;</li> <li>(iii) 2Mb video card; and</li> <li>(iv) Monitor capable of handling 1024 x 768 resolution</li> </ul> <p class="list-item-l1">(b) Software</p> <ul style="list-style-type: none"> <li>(i) Operating System – Microsoft Windows (95/98/ NT/ 2000 or XP)</li> <li>(ii) Browser – Internet Explorer Version 5.5 or higher</li> <li>(iii) PDF Viewer – Adobe Acrobat Viewer<br/>Available for download from:<br/>&lt;<a href="http://www.adobe.com.au">http://www.adobe.com.au</a>&gt;</li> </ul>   |

Each time a user logs in to the VDR Site Address (specified above), they must agree to the terms of accessing information in the VDR (which are consistent with the terms in this Protocol) before accessing information in the VDR.

## Project Venice VDR Access Protocol – Annexure "A"

Allens Arthur Robinson



## User Request Form for Access – Annexure "A"

To be returned by email to : [Robyn.Hanney@aar.com.au](mailto:Robyn.Hanney@aar.com.au)Copy to: : [David.Porter@aar.com.au](mailto:David.Porter@aar.com.au)

Recipient's Access Coordinator: \_\_\_\_\_

Phone : \_\_\_\_\_ Email: \_\_\_\_\_

| Company <sup>1</sup> | Surname of User | First Name of User | Email address | Phone number<br>(including country and area code) | User's Position |
|----------------------|-----------------|--------------------|---------------|---|-----------------|
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|                      |                 |                    |               |   |                 |
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<sup>1</sup> User must comply with the Confidentiality Arrangements and this Protocol Provision of a user's details for inclusion in the VDR is taken to be acknowledgement and acceptance of the applicable terms contained in this Protocol.